

**EXHIBIT D-1**

**Weatherford Order [Docket no. 17632]**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W. R. GRACE & CO., *et al.*,<sup>1</sup> ) Case No. 01-1139 (JKF)  
 ) Jointly Administered  
Debtors. )  
  
Re: Docket No. 5527  
11/26/07 Agenda Item No. 1

**ORDER APPROVING STIPULATION RESOLVING DEBTORS'  
OBJECTION TO CLAIMS OF WEATHERFORD INTERNATIONAL, INC.**

Upon consideration of the *Stipulation and Order Resolving Debtors' Objection to Claims of Weatherford International, Inc.* attached hereto as Exhibit 1 (the "Stipulation") and after due deliberation and sufficient cause appearing therefore;

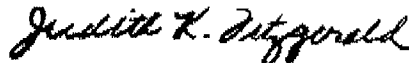

IT IS HEREBY ORDERED THAT:

1. The Stipulation and all of its terms are approved.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. This Court shall retain jurisdiction to hear and determine all matters arising from or in connection with the implementation, enforcement and interpretation of this Order.

Dated: December 13, 2007

  
\_\_\_\_\_  
The Honorable Judith K. Fitzgerald  
United States Bankruptcy Court Judge 

**EXHIBIT 1**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: §	Chapter 11	
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-1139(JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	

**STIPULATION AND ORDER RESOLVING DEBTORS' OBJECTION TO CLAIMS OF  
WEATHERFORD INTERNATIONAL, INC.**

This stipulation and order (the "Stipulation and Order") is entered into this 5<sup>th</sup> day of December, 2007, between W.R. Grace & Co. and its affiliates (collectively, the "Debtors"), and Weatherford International, Inc. ("Weatherford").

**WHEREAS**, on or about April 2, 2001 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code. The Debtors' bankruptcy cases are pending as case numbers 01-1139 (JKF) through 01-1200 (JKF)

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty chemicals, Inc.), W.R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Bearg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G, Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribs Land Development Corporation, Hanover Square Corporation, Homeco International, Inc., Kootenai Development company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

(the "Bankruptcy Cases") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

**WHEREAS**, on April 2, 2001, the Bankruptcy Court issued an Order administratively consolidating and jointly administering the Bankruptcy Cases as Case No. 01-1139 (JJF) (the "Consolidated Bankruptcy Case").

**WHEREAS**, on or about August 7, 2002, Weatherford filed six claims: Claim no. 1694 asserting an administrative expense claim in an amount not less than \$351,758 against W.R. Grace & Co. ("Grace"); Claim no. 1695 asserting an administrative expense claim in an amount not less than \$351,758 against Homco International, Inc. ("Homco"); Claim no. 1719 asserting an unsecured claim against Grace in the amount not less than \$351,758; Claim no. 1720 asserting an unsecured claim against Homco in an amount not less than \$351,758; Claim no. 1721 asserting an unsecured claim against Grace in an amount not less than \$328,644; and Claim no. 1722 asserting an unsecured claim against Homco in an amount not less than \$328,644.

**NOW, THEREFORE**, for good and valuable consideration, the parties hereby stipulate and agree as follows:

1. Upon entry of this Stipulation and Order, Claim No. 1722 shall be disallowed and expunged from the Claims Register for all purposes (the "Disallowed Claim").
2. Upon entry of this Stipulation and Order, Claim number 1721 shall be allowed as a general unsecured claim against Grace in the amount of \$160,241.28, except as provided in paragraph 4 of this Stipulation. Claim number 1721 shall be paid in the same manner as all other similarly situated General Unsecured Claims pursuant to a confirmed chapter 11 plan or plans with respect to the Debtors (the "Plan") except that to the extent that the Plan provides for

payment of interest to General Unsecured Claims, Claimant shall only be entitled to interest on claim number 1721 accruing from the date of execution of this Stipulation and Order.

3. Upon entry of this Stipulation and Order, the Debtors shall be deemed to have withdrawn their objection to claim Nos. 1719 and 1720 without prejudice to the right to object to Claim Nos. 1719 and 1720 for any reason in the future.

4. Upon entry of this Stipulation and Order, Weatherford shall be deemed to have withdrawn Claim Nos. 1694 and 1695 without prejudice to the right to refile or assert such claims as administrative expense claims, and the Debtors reserve the right to object to any such administrative claims for any reason in the future.

5. Notwithstanding any other provision herein, to the extent that any plan of reorganization is confirmed in the Bankruptcy Cases that provides different treatment for the unsecured creditors of Grace and Homco (for example, if the Debtors' estates are not consolidated for the purposes of distribution on account of allowed claims), allowed claim No. 1721 shall be deemed filed and allowed against: (i) Grace, if the creditors of Grace receive a higher recovery on their claims than the creditors of Homco; or (ii) Homco, if the creditors of Homco receive a higher recovery on their claims than the creditors of Grace.

6. The Debtors shall direct the Claims Agent to mark the claims register to reflect that (i) Claims Nos. 1694 and 1695 are withdrawn by Weatherford subject to paragraph 4 of this Stipulation and Order; (ii) Claim No. 1722 is disallowed and expunged; and (iii) Claim No. 1721 shall be allowed as a general unsecured claim against Grace in the amount of \$160,241.28 subject to paragraph 5 of this Stipulation and Order.

7. This Stipulation and Order shall not affect any claims not specifically referenced herein that have not been or that may be filed by Weatherford in the future ("Weatherford's

Other Claims"). The Debtors expressly reserve any and every objection that they now have or may have in the future to Weatherford's Other Claims, if any.

8. Each party executing this Stipulation and Order represents that such party has the full authority and legal power to do so. This Stipulation and Order may be executed in counterparts and each such counterpart together with the others shall constitute one and the same instrument. The parties further agree that facsimile signatures hereon shall be deemed to be original signatures. This Stipulation and Order shall be binding upon and inure to the benefit of each of the parties, and upon their respective assignees, successors and/or partners.

**STIPULATED AND AGREED:**

**WEATHERFORD INTERNATIONAL, INC. W.R. GRACE & CO., et al.**

By: 

Peter S. Goodman (PG-3939)  
ANDREWS KURTH LLP  
450 Lexington Avenue, 15th Floor  
New York, New York 10017  
Tel. No. (212) 850-2800  
Fax No. (212) 850-2929

and

Timothy A. Davidson II  
TBN # 24012503  
ANDREWS KURTH LLP  
600 Travis Street Suite 4200  
Houston, Texas 77002  
Tel. No. (713) 220-3810  
Fax No. (713) 238-7102

Counsel for WEATHERFORD INTERNATIONAL,  
INC.

By: 

Laura Davis Jones (No. 2436)  
James E. O'Neill (No. 4042)  
RACHULSKI STANG ZIEHL  
& JONES LLP  
919 North Market Street, 16th Floor  
P. O. Box 8705  
Wilmington, DE 19899-8705  
(302) 652-4100

Counsel for the DEBTORS AND  
DEBTORS IN POSSESSION